
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **January 16, 2020**

Novelion Therapeutics Inc.
(Exact Name of Registrant as specified in its charter)

British Columbia, Canada
(State or Other Jurisdiction
of Incorporation)

000-17082
(Commission
File Number)

98-0455702
(IRS Employer
Identification No.)

c/o Norton Rose Fulbright
1800 - 510 West Georgia Street, Vancouver, BC V6B 0M3 Canada
(Address of principal executive offices)

Registrant's telephone number, including area code: **(877) 764-3131**

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, without par value	NVLNF	OTC Markets

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.03. Bankruptcy or Receivership.

As previously disclosed by Novelion Therapeutics Inc. (the "Company") in the Current Reports on Form 8-K filed with the Securities and Exchange Commission ("SEC") on November 5, 2019 and November 22, 2019, at the Company's 2019 Annual General Meeting held November 5, 2019 (the "Meeting"), shareholders voted in favor of all proposals contained in the Company's proxy statement dated October 3, 2019 (the "Proxy Statement"), including the approval of a special resolution authorizing the voluntary liquidation and dissolution of the Company (the "Liquidation") pursuant to the *Business Corporations Act (British Columbia)* (the "BCBCA"); the plan of liquidation and distribution substantially in the form attached as Schedule A to the Proxy Statement (the "Liquidation Plan"); and one or more distributions to shareholders of any remaining property of the Company under the Liquidation. Shareholders also approved an ordinary resolution appointing Alvarez & Marsal Canada Inc. as the liquidator of the Company pursuant to Section 319(2)(a) of the BCBCA (the "Liquidator"). Subsequent to receiving such shareholder approval of the Liquidation, on November 18, 2019, the Company filed application materials with the Supreme Court of British Columbia (the "Court") which sought, among other things, affirmation of the appointment of the Liquidator, a stay of proceedings against the Company, and approval of a Court-supervised process to solicit and determine any claims against the Company. In addition, the Company sought approval of a Court-ordered charge on the Company's property as security for the fees of the Liquidator, the Liquidator's counsel, if any, and the Company's counsel.

On January 9, 2020, the Court granted the orders sought by the Company in connection with the Liquidation, and the Company filed a Statement of Intent to Liquidate with the British Columbia Registrar of Companies establishing the definitive effective date and time for the commencement of implementation of the Liquidation as 5:00 p.m. Pacific Time on January 16, 2020 (the "Effective Date"). As of the Effective Date, Alvarez & Marsal Canada Inc. was appointed liquidator (the "Liquidator") and charged with overseeing all aspects of the Liquidation.

The terms and provisions of the Liquidation Plan have been previously disclosed in the Proxy Statement, with the Liquidation Plan attached as Schedule A to the Proxy Statement.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 16, 2020, concurrent with the Liquidator's appointment, (i) Michael Price, previously Executive Vice President, Chief Financial Officer and sole executive officer and employee of the Company, resigned his positions, and (ii) Michael Price, Suzanne Bruhn, and Stephen Sabba resigned as directors of the Company, effective immediately.

Item 8.01. Other Events.

On January 16, 2020, the Company issued a press release regarding the Liquidation, which press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated January 16, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Novelion Therapeutics Inc.

By: /s/ Alvarez & Marsal Canada Inc.

Name: Alvarez & Marsal Canada Inc.

Title: Liquidator, acting solely in such capacity and not in its personal capacity

Date: January 21, 2020



Novelion Therapeutics Confirms Commencement of Voluntary Liquidation

VANCOUVER, British Columbia, January 16, 2020 – Novelion Therapeutics Inc. (“Novelion” or the “Company”) today announced that the implementation of the Company’s voluntary liquidation (the “Liquidation”) commenced at 5:00 p.m. Pacific Time today, January 16, 2020 (the “Effective Date”).

As of the Effective Date, Alvarez & Marsal Canada Inc. was appointed liquidator (the “Liquidator”) and charged with overseeing all aspects of the Liquidation. Concurrent with the Liquidator’s appointment: (i) Michael Price, previously Executive Vice President, Chief Financial Officer and sole executive officer and employee of the Company, resigned his positions, and (ii) Michael Price, Suzanne Bruhn, and Stephen Sabba resigned as directors of the Company.

Shareholders and other interested parties should visit www.alvarezandmarsal.com/novelion for continuing information about Novelion, the Liquidation and related matters.

As of the Effective Date, the Company’s transfer agent has closed the Company’s stock transfer books and discontinued recording transfers, and registered shareholders are no longer able to transfer record ownership of their shares. Registered shareholders on the Company’s stock transfer books (“Registered Holders”) as of the Effective Date will be entitled to a pro-rata share of any distribution to shareholders in the Liquidation.

Cautionary Information Regarding the Company’s Securities

Any distributions made in the Liquidation will be paid and delivered only to Registered Holders as of the Effective Date, and beneficial holders of common shares will be entitled to receive any distributions only through and from the applicable Registered Holder of their shares. Shareholders whose shares in Novelion are held in a brokerage firm or with a securities dealer, trust company, bank or another similar organization, are encouraged to reach out to their broker, dealer, trust, bank or other agent with any questions relating to the processes or requirements for receiving any such distributions if and when they are made.

The Company believes, but cannot assure, that OTC and other trading in the Company’s common shares will be suspended or otherwise cease as of the Effective Date or shortly thereafter. The Company cautions that investors who may seek to trade in Novelion common shares or other securities after the Effective Date (to the extent such trading is available), including on any secondary markets, do so at substantial risk to their investment.

The Company continues to caution that trading in the Company’s securities (to the extent such trading is available) remains highly speculative and poses substantial risks. Trading prices for the Company’s securities may bear little or no relationship to the actual value realized, if any, by holders of the Company’s securities. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements” and “forward-looking information” within the meaning of applicable laws and regulations, including U.S. and Canadian securities laws. Any statements contained herein which do not describe historical facts, including, but not limited to, the Liquidator’s actions with respect to the Liquidation and any orders of the Court related to same, the amount, timing and nature of any distribution as part of the Liquidation, the ultimate outcome of the Liquidation process, and expectations and beliefs related to trading in and the market and record of holders of Novelion common shares after the Effective Date, are forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements.

Such risks and uncertainties include, among others, the impact of any determinations of the Court and the actions of the Liquidator undertaken as part of the Liquidation, the possibility that there could be claims or actions that result from the claims process conducted as part of the Liquidation or otherwise, the possibility that such claims and actions could be costly to defend and could have negative outcomes, the possibility that actual expenses and claims that result from the Liquidation will be greater than anticipated, and the potential impact of any volatility in the market price of the shares of Amryt Equity held by the Company, any or all of which could materially reduce the availability of assets available for distribution to shareholders, as well as those risks identified in Novelion’s filings with the Securities and Exchange Commission (the “SEC”), including the definitive proxy statement filed on October 3, 2019, which are available on the SEC’s website at www.sec.gov. The impact from any such risks and uncertainties could materially reduce or eliminate the availability of assets available for distribution to shareholders.

Novelion cautions investors and others not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Except as required by law, Novelion undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise.

CONTACT:

Pinky Law
Vice President
Alvarez & Marsal Canada Inc.
(604) 637-7446
pinky.law@alvarezandmarsal.com
www.alvarezandmarsal.com/novelion